

LDWSF  
12.2.1.113 v1  
12.3.8 v1

AFFIDAVIT

The undersigned, being first duly sworn, state as follows:

1. Effective 11:59 p.m. Central Standard Time December 31, 1991, Ash Grove Cement West, Inc., a Nevada corporation ("Ash Grove West"), whose address is 6720 S.W. Macadam Avenue, Suite 300, Portland, Oregon 97219-2312, will be merged with and into Ash Grove Cement Company, a Delaware corporation ("Ash Grove"), whose address is 6720 S.W. Macadam Avenue, Suite 300, Portland, Oregon 97219-2312 ("Merger"). A certified copy of the articles of merger is attached hereto as Exhibit A and incorporated herein by this reference.

2. Prior to the Merger, Ash Grove West was the fee owner of certain real property located in King County, Washington, more particularly described on Exhibit B attached hereto and incorporated herein by this reference ("Property"). Prior to June 4, 1984, the corporate name of Ash Grove West was Oregon Portland Cement Company. As evidenced by the Certificate of Name Change attached hereto as Exhibit C, the corporate name of Oregon Portland Cement Company was changed to "Ash Grove Cement West, Inc." effective June 4, 1984.

3. As a result of the Merger, Ash Grove will succeed to all of Ash Grove West's right, title, and interest in and to the Property by operation of law.

4. The Merger has been duly authorized by the respective shareholder(s) and board of directors of Ash Grove and Ash Grove West.

ASH GROVE CEMENT COMPANY,  
a Delaware corporation

By John H. Ross III  
John H. Ross III, Vice President

ASH GROVE CEMENT WEST, INC.,  
a Nevada corporation

By George M. Wells  
George M. Wells, President

=====

Until further notice all tax statements for the real property described on Exhibit B should be sent to Ash Grove Cement Company, 6720 S.W. Macadam Avenue - Suite 300, Portland, Oregon 97219.

9202120449  
08:50:00 AM KING COUNTY RECORDS 003 PM 14.00

Ash Grove Cement Co  
12/31/91 ↑  
Ash Grove Cement West, Inc.  
6/4/84 ↑  
Oregon Portland Cement Co.

USEPA SF



1316549

STATE OF KANSAS )  
 ) ss.  
COUNTY OF JOHNSON )

I certify that I know or have satisfactory evidence that John H. Ross III is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument, and acknowledged it as the Vice President of Ash Grove Cement Company to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Notarized December 31, 1991.



*Betty L. McCann*  
Notary Public for Johnson County, Kansas  
My Commission Expires April 10, 1994  
Residing at Overland Park, Kansas

STATE OF KANSAS )  
 ) ss.  
COUNTY OF JOHNSON )

I certify that I know or have satisfactory evidence that George M. Wells is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument, and acknowledged it as the President of Ash Grove Cement West, Inc. to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Notarized December 31, 1991.



*Betty L. McCann*  
Notary Public for Johnson County, Kansas  
My Commission Expires April 10, 1994  
Residing at Overland Park, Kansas

After Recording Return To:

Ms. Eileen Sollars  
Assistant General Counsel  
Ash Grove Cement Company  
8900 Indian Creek Parkway  
Suite 600  
Post Office Box 25900  
Overland Park, Kansas 66225

9202120449

## State of Delaware



## Office of Secretary of State

I, JEFFREY D. LEWIS, ACTING SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF ASH GROVE CEMENT COMPANY, A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING ASH GROVE CEMENT WEST, INC. A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEVADA, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 1991, AT 11:40 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

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572007020

*Jeffrey D. Lewis*  
ACTING SECRETARY OF STATE

AUTHENTICATION: \*3301161

DATE: 01/07/1992

CERTIFICATE OF OWNERSHIP  
MERGING  
ASH GROVE CEMENT WEST, INC.  
INTO  
ASH GROVE CEMENT COMPANY  
(PURSUANT TO SECTION 253 OF THE  
GENERAL CORPORATION LAW OF DELAWARE)

Ash Grove Cement Company, a corporation incorporated on the 8th day of August, 1949, pursuant to the provisions of the General Corporation Law of the State of Delaware does hereby certify that this corporation owns all the capital stock of Ash Grove Cement West, Inc., a corporation incorporated under the laws of the State of Nevada, and that this corporation, by a resolution of its board of directors duly adopted at a meeting held on the first day of May, 1991, determined to and did merge into itself said corporation, Ash Grove Cement West, Inc., said merger to be effective at 11:59 p.m. Central Standard Time on December 31, 1991. The resolution is in the following words to wit:

WHEREAS, Ash Grove Cement Company, a Delaware corporation ("Ash Grove") owns all of the issued and outstanding common stock of Ash Grove Cement West, Inc., a Nevada corporation ("Ash Grove West"), and it is the desire of the board of directors of Ash Grove to merge Ash Grove West into Ash Grove;

NOW, THEREFORE, BE IT RESOLVED, that Ash Grove cause the merger of Ash Grove West into Ash Grove so that Ash Grove will succeed to all of the assets, liabilities and business of Ash Grove West pursuant to the laws of Nevada and Delaware.

FURTHER RESOLVED, that the appropriate officers of Ash Grove be, and each of them hereby is, authorized and empowered to take such action as may be necessary or which they or any of them deem appropriate to cause the said merger to be effected under the laws of Nevada and Delaware at such times and upon such terms and conditions as they or any of them deem appropriate.

IN WITNESS WHEREOF, Ash Grove Cement Company has caused this certificate to be signed by its President and attested by its Secretary, and its corporate seal to be hereto affixed, the 9<sup>th</sup> day of December, 1991.

ASH GROVE CEMENT COMPANY

(SEAL)

ATTEST:

By

*James P. Sunderland*  
President

*Kurt W. Sunderland*  
Secretary

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STATE OF KANSAS       )  
                              ) SS  
COUNTY OF JOHNSON    )

On this 9th day of December in the year 1991,  
personally came before me, the undersigned, a Notary Public in  
and for the state and county aforesaid, James P. Sunderland,  
President of Ash Grove Cement Company, a corporation of the state  
of Delaware, and the corporation described in and which executed  
the foregoing certificate, known to me personally to be such, and  
he the said James P. Sunderland as such president, duly executed  
the said certificate before me and acknowledged the foregoing  
certificate to be his act and deed and the act and deed of said  
corporation and that the facts stated therein are true; that the  
signature of the president of said corporation to the foregoing  
certificate is in the handwriting of the said president of the  
corporation, and that the seal affixed to said certificate and  
attested by the secretary of said corporation is the common or  
corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my notarial seal the day and year last above written.



Betty L. McCann  
Notary Public

My Commission Expires:  
Dec 10, 1994

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EXHIBIT B

The following described real estate all being situated in King County, Washington:

PARCEL A:

BEGINNING ON THE SOUTH LINE OF LOT 19, BLOCK 378, SEATTLE TIDE LANDS, IN KING COUNTY, WASHINGTON, AT A POINT 30.00 FEET WEST OF THE SOUTHEAST CORNER OF SAID LOT, SAID POINT BEING ON THE WESTERLY LINE OF EAST MARGINAL WAY AS ESTABLISHED UNDER ORDINANCE NO. 32881; THENCE WESTERLY ALONG THE NORTH LINE OF WEST DAKOTA STREET TO THE SOUTHWEST CORNER OF LOT 24, BLOCK 387, SEATTLE TIDE LANDS, IN KING COUNTY, WASHINGTON; THENCE NORTHEASTERLY ALONG THE WESTERLY LINE OF SAID BLOCK 387 TO THE NORTHWEST CORNER OF LOT 15, SAID BLOCK 387; THENCE EAST 1376.477 FEET, MORE OR LESS, TO THE NORTHEAST CORNER OF LOT 28, BLOCK 378, SEATTLE TIDE LANDS, IN KING COUNTY, WASHINGTON; THENCE SOUTHEASTERLY ALONG THE EASTERLY LINE OF SAID LOT 28, A DISTANCE OF 57.586 FEET, MORE OR LESS, TO THE WEST LINE OF EAST MARGINAL WAY AS ESTABLISHED UNDER ORDINANCE NO. 32881; THENCE ON SAID WEST LINE SOUTH 546.56 FEET, MORE OR LESS, TO THE POINT OF BEGINNING.

TOGETHER WITH THE NORTH ONE-HALF OF THAT PORTION OF WEST DAKOTA STREET BOUNDED ON THE EAST BY THE WESTERLY LINE OF EAST MARGINAL WAY AS ESTABLISHED UNDER ORDINANCE NO. 32881, AND ON THE WEST BY THE CENTERLINE OF 8TH AVENUE SOUTHWEST (HERETOFORE VACATED) AND ALL OF THAT PORTION OF WEST DAKOTA STREET BOUNDED ON THE EAST BY THE CENTERLINE OF 8TH AVENUE SOUTHWEST (HERETOFORE VACATED) AND ON THE WEST BY THE WEST LINE OF LOT 24, BLOCK 387, SEATTLE TIDE LANDS, IN KING COUNTY, WASHINGTON, PRODUCED SOUTH TO THE NORTHWEST CORNER OF LOT 1, CALHOUN, DENNY & EWING'S REPLAT OF BLOCK 388, SEATTLE TIDE LANDS, ACCORDING TO THE PLAT RECORDED IN VOLUME 12 OF PLATS, PAGE 92, IN KING COUNTY WASHINGTON; SAID DESCRIBED PORTIONS OF WEST DAKOTA STREET HAVING HERETOFORE BEEN VACATED BY ORDINANCE NO. 80964 OF THE CITY OF SEATTLE.

EXCEPT THAT PORTION THEREOF CONVEYED TO THE STATE OF WASHINGTON FOR PRIMARY STATE HIGHWAY NO. 1 BY DEED RECORDED UNDER AUDITOR'S FILE NO. 4861150.

PARCEL B:

LOTS 1, 2, 47 AND 48, CALHOUN, DENNY & EWING'S REPLAT OF BLOCK 388, SEATTLE TIDE LANDS, ACCORDING TO THE PLAT RECORDED IN VOLUME 12 OF PLATS, PAGE 92, IN KING COUNTY, WASHINGTON.

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TOGETHER WITH THE WEST HALF OF 8TH AVENUE SOUTHWEST ADJOINING SAID LOTS 47 AND 48 AND THAT PORTION OF 9TH AVENUE SOUTHWEST BOUNDED IN THE NORTH BY SOUTH LINE OF WEST DAKOTA STREET AND ON THE SOUTH BY THE SOUTH LINE OF SAID LOT 2 PRODUCED EAST TO THE SOUTHWEST CORNER OF SAID LOT 47, SAID DESCRIBED PORTIONS OF 8TH AVENUE SOUTHWEST AND 9TH AVENUE SOUTHWEST, HAVING HERETOFORE BEEN VACATED BY ORDINANCE NO. 76243 OF THE CITY OF SEATTLE.

PARCEL C:

THAT PORTION OF LOTS 3, 4 AND 46 OF CALHOUN, DENNY & EWING'S REPLAT OF BLOCK 388, SEATTLE TIDE LANDS, ACCORDING TO THE PLAT RECORDED IN VOLUME 12 OF PLATS, PAGE 92, IN KING COUNTY, WASHINGTON; AND

A PORTION OF VACATED 9TH AVENUE S.W., FORMERLY TIDEWATER STREET, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE NORTH LINE OF SAID LOT 46 DISTANT 34.35 FEET WEST FROM THE EAST LINE THEREOF AS ESTABLISHED BY SAID REPLAT; PROCEED WEST ALONG SAID NORTH LINE AND AS PRODUCED WEST A DISTANCE OF 330.25 FEET TO THE EAST LINE OF THE EAST WATERWAY; THENCE SOUTH 8°23'41" WEST ALONG SAID EAST LINE A DISTANCE OF 62.50 FEET TO A POINT DISTANT 1.83 FEET SOUTH OF THE NORTH LINE OF SAID LOT 4, MEASURED AT RIGHT ANGLES THEREFROM; THENCE EAST PARALLEL TO SAID NORTH LINE A DISTANCE OF 117.50 FEET; THENCE NORTH 74°25'42" EAST A DISTANCE OF 230.33 FEET TO THE POINT OF BEGINNING.

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STATE OF NEVADA  
SECRETARY OF STATE

I, CHERYL A. LAU, the duly qualified and acting Secretary of State of the State of Nevada, do hereby certify that on JUNE 4, 1984 there was filed in this office by

OREGON PORTLAND CEMENT COMPANY

a Certificate of Amendment to its Articles of Incorporation changing the corporate name to

ASH GROVE CEMENT WEST, INC.

said change of name has been made in accordance with the Laws of the State of Nevada; said Certificate of Amendment being now on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand

and affixed the Great Seal of State, at my office, in

Carson City, Nevada, this 3RD day ofFEBRUARY, A.D., 1992.

Handwritten signature of Cheryl A. Lau.

Secretary of State

By

Handwritten signature of Lynn Hadapan.

Deputy

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RETURN POSTAGE GUARANTEED  
**ASH GROVE CEMENT COMPANY**

P.O. BOX 25900, OVERLAND PARK, KANSAS 66225

TO: King County Recorder's Office  
Administration Building  
500 Fourth Avenue  
Seattle, WA 98104

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